

S.D. Tripathi & Associates
Company Secretaries

192-A, Baghambari Housing Scheme
Allahapur, Allahabad
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To,
The Chairman
Triveni Glass Limited
1, Kanpur Road, Allahabad-211001

Dear sir,

Sub: Scrutinizer's report on e-voting conducted pursuant to the provisions of Section 10 of the companies Act, 2013 ("The Act") read with Rule 20 of the Companies (management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e- voting.

I, S. D. TRIPATHI of S. D. TRIPATHI & ASSOCIATES, Practicing Company secretaries, had been appointed as the Scrutinizer by the board of Directors of Triveni Glass Limited vide resolution dated August 30, 2014, to pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (management and Administration) Rules, 2014, to conduct the electronic voting process and to Scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at Forty Third Annual general Meeting of the Company to be held on September 30, 2014.

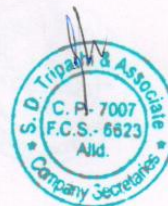
The Notice dated August 30, 2014 convening Annual General Meeting (AGM) of the Company along With Statement Setting out material Fact Under Section 102 of the Act were sent to the shareholder in respect of the below mentioned resolutions to be passed at the said AGM of the Company to held on September 30, 2014.

The company has availed the e-voting facility offered by Central Depository Services (India) Limited (CSDL) for conducting E-voting by the Shareholders of the Company. The company has also prong by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" Date of August 29, 2014, were entitled to vote on the proposed resolution as set out at item nos. 1 to 10 in the notice of the 43rd AGM of Triveni Glass Limited.

The voting period for E-voting commenced on Wednesday, September 24, 2014 at 09.00 A.M. and ended on Friday, September 26, 2014 at 6.00 P.M. And the CDSL e-voting platform was blocked thereafter and the votes cast under E-voting facility were than unblocked in the presence of two Witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Central Depository Services (India) Limited (CSDL) e-voting system and physical mode through ballot forms received by us.



I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of said Resolutions.

1. Resolution No. 1:-

Adoption of audited balance sheet and Statement of profit and loss for the year ended March 31, 2014 together With the Reports of the Board of Directors and the auditors thereon.

(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100

(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

II. Resolution No. 2:-

To Appointment of Director in place of Mr. Anil Kumar Dhawan who retire by rotation and being eligible to offer himself for re-appointment.

(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	29	1684391	99.92
Total	31	1685791	100



(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

III. Resolution No. 3:-

To Re-appointment of M/s Amit Ray & Co. as the Statutory Auditor of the company and fix their remuneration.



(i) Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100

(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

IV. Resolution No. 4:-

To Ratification of Directors remuneration .

(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1100	.06
physical	26	1547242	91.78
Total	27	1548342	91.84



(ii) Voted against the Resolution:

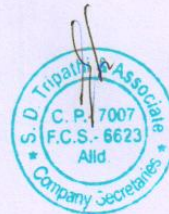
	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	300	.01
physical	3	137149	8.15
Total	4	137449	8.16

(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

V. Resolution No. 5:-

To Re-appointment of Jitendra Kumar Agrawal as Managing Director of the company .



(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.09
physical	29	1498907	99.91
Total	31	1500307	100

(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

VI. Resolution No. 6:-

To Ratification of Cost Auditors remuneration .

(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	28	1617424	95.12
Total	30	1618824	95.20



(ii) Voted against the Resolution:

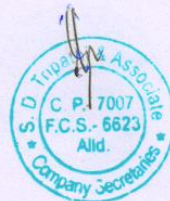
	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	2	81433	4.80
Total	2	81433	4.80

(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

VII. Resolution No. 7:-

To Appointment of Mr. Kamlesh Narain Agarwala as independent Director of the company.



(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100

(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

VIII. Resolution No. 8:-

To Appointment of Mr. Ashok Kumar Rastogi as Independent Director of the company

(i) Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100



(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

IX. Resolution No. 9:-

To Appointment of Mr. Peeush Kumar kasharwani independent Director of the Company



(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100

(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

X. Resolution No.10:-

To Alteration of Article of Association .

(i)Voted in favor of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	1400	.08
physical	30	1698857	99.92
Total	32	1700257	100



(ii) Voted against the Resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0	0	0
physical	0	0	0
Total	0	0	0



The Register, all other Papers and relevant and records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the company secretary for safe keeping.

Thanking you,

Yours faithfully,

S. D. TRIPATHI

S. D. Tripathi & Associates

Practicing Company secretaries

FCS: 6623 CP: 7007

Place; Allahabad

Dated; October 01, 2014



Report of Scrutinizer

Dt: 01.10.2014

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To, The Chairman of the Meeting
Triveni Glass Limited
1, Kanpur Road, Allahabad-211001

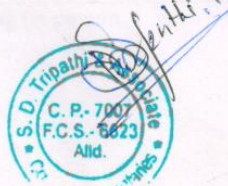
Meeting: 43rd Annual general Meeting of the Equity Shareholders
Date and Time: Tuesday, September 30, 2014 at 11.00 a.m.
Venue: Hotel Allahabad Regency, 16, Tashkent Marg, Civil Lines, Allahabad-211001

Dear sir,

I, Mr. S. D. TRIPATHI of S. D. TRIPATHI & ASSOCIATES, Practicing Company secretaries were appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity shareholders of Triveni Glass Limited, held on Tuesday, September 30, 2014 at 11.00 at Hotel Allahabad Regency, 16, Tashkent Marg, Civil Lines, Allahabad and submit our Report as under:

1. After the time fixed for closing of the poll by the chairman, 1 ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were Reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as annexed resolution wise.
5. Soft copy the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for are duly Handed over to the Company Secretary for Keeping in safe record.
6. The poll papers and all another relevant records are duly handed over to the company for keeping in safe records.

S.D. TRIPATHI
For- S.D. Tripathi & Associates
(Company Secretaries)
SCRITINIZER



Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

1. Resolution No. 1:-

Adoption of audited balance sheet and Statement of profit and loss for the year ended March 31, 2014.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



2. Resolution No. 2:-

To Re-appointment of Anil Kumar Dhawan

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
29	1684391	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



3. Resolution No. 3:-

To Re-appointment of Statutory Auditor and fix their remuneration

(i)Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



4. Resolution No. 4:-

To Ratification of Directors Remuneration

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
26	1547242	91.86

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
3	137149	8.14

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



5. Resolution No. 5:-

To Re- appointment of Shri Jitendra Kumar Agrawal as Managing Director of the Company for a period of 5 years.

(i)Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
29	1498907	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



6. Resolution No. 6:-

To Ratification of Cost Auditors' remuneration

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
28	1617424	95.21

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
2	81433	4.79

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



7. Resolution No. 7:-

To Appointment of Mr. Kamlesh Narain Agarwala as independent Director of the Company

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



8. Resolution No. 8:-

To Appointment of Mr. Ashoka Kumar Rastogi as independent Director of the Company

(i)Voted in favor of the resolution:

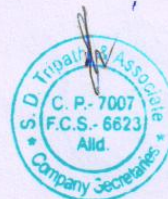
Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



9. Resolution No. 9:-

To Appointment of Mr. Peeyush Kumar Kesharwani as independent Director of the Company

(i)Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0



10. Resolution No. 10:-

To Alteration of Article of Association of the Company

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
30	1698857	100

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them
0	0

